

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF IOWA**

In re:

MERCY HOSPITAL, IOWA CITY, IOWA, *et al.*,
Debtors.

)
) Chapter 11
)
) Case No. 23-00623 (TJC)
)
) (Jointly Administered)
)
) **Objections Due: November 1, 2024 at 4:00 p.m.**
Hearing Date: *Only if objections are filed*

**DECLARATION OF ANDREW H. SHERMAN IN SUPPORT OF
MOTION OF SILLS CUMMIS & GROSS PC TO ENFORCE THE CONFIRMATION
ORDER, PLAN AND LIQUIDATION TRUST AGREEMENT AND TO COMPEL THE
LIQUIDATION TRUSTEE TO PAY POST-PETITION FEES AND EXPENSES**

I, Andrew H. Sherman, make this declaration (the “Declaration”) pursuant to 28 U.S.C. § 1746:

1. I am a resident of New Jersey and a Member of the law firm Sills Cummis & Gross P.C. (“Sills”), with primary offices located at One Riverfront Plaza, Newark, NJ 07102. I am authorized to make this Declaration on behalf of Sills. Unless otherwise stated, I have personal knowledge of the facts set forth herein.

2. I submit this Declaration in support of the Motion of Sills Cummis & Gross PC to Enforce the Confirmation Order, Plan and Liquidation Trust Agreement and to Compel the Liquidation Trustee to Pay Post-Petition Fees and Expenses (the “Motion”) filed contemporaneously herewith.

3. In this matter, the Official Committee of Unsecured Creditors (the “Committee”) appointed in the above-captioned chapter 11 cases of Mercy Hospital, Iowa City, and its affiliated debtors and debtors-in-possession (collectively, the “Debtors”) retained Sills as co-counsel pursuant to this Court’s *Order Granting Application to Retain and Employ Sills Cummis & Gross P.C. as Co-Counsel for the Official Committee of Unsecured Creditors, Effective as of August 18, 2022* [Docket No. 355].

4. On June 24, 2024 (the “Effective Date”) the Debtors filed the Notice of (I) Entry of Order Confirming Debtors’ First Amended Joint Chapter 11 Plan of Liquidation and (II) Occurrence of Effective Date [Docket No. 1139].

5. Upon the Effective Date, the Liquidation Trust was established pursuant to the Plan and William H. Henrich (the “Initial Liquidating Trustee”) of Getzler Henrich & Associates, LLC, was appointed as the initial trustee of the Liquidation Trust.

6. Additionally, on the Effective Date, a three-member oversight committee (the “Trust Oversight Committee”) was deemed to have been formally appointed in accordance with the Plan and terms of the Liquidation Trust Agreement. *See* Confirmation Order, ¶15.

7. On June 18, 2024, the Liquidation Trust Agreement was executed by and between the Debtors, the Initial Liquidation Trustee, and Steindler Orthopedic Clinic, PLC, Preston Hollow Community Capital, Inc. (“Preston Hollow”), and Paula Roby, as members of the Trust Oversight Committee.

8. Subsequent to the Effective Date, Mr. Henrich, as the Initial Liquidation Trustee, hired Sills to perform legal services to the Liquidation Trust in accordance with the terms of the parties’ engagement letter, Confirmation Order, the Plan, and section 2.7 of the Liquidation Trust Agreement. During the period of June 24, 2024 through and including August 9, 2024, Sills provided legal services at the request and direction of Mr. Henrich, as Initial Liquidation Trustee.

9. The legal services rendered by Sills related to the administration of the Liquidation Trust, the implementation of the Plan and Confirmation Order. A detailed description of the services rendered by Sills is set forth in the Invoice (as defined below).

10. Specifically, Sills provided 280 hours of services at its standard hourly rates resulting in an amount due of \$230,983.00 pursuant to the terms of the engagement letter

between Sills and the Initial Liquidation Trustee. However, as an accommodation to the Liquidation Trust and its beneficiaries, Sills provided a discount of \$41,983.00 to conform the rates charged by Sills for post-effective date services to the arrangement Sills agreed to prior to the entry of the Confirmation Order.

11. By letter dated August 9, 2024, the members of the Trust Oversight Committee removed Mr. Henrich as the Initial Liquidation Trustee and appointed Dan R. Childers, Esq. of Shuttleworth & Ingersoll P.L.C., as successor Liquidation Trustee under the Trust Agreement and the Plan (herein, the “Liquidation Trustee”). *See Notice of Removal and Replacement of Liquidation Trustee Under the Trust Agreement and Plan*, dated August 9, 2024 [Docket No. 1226].

12. Subsequent to the replacement of Mr. Henrich, Sills ceased providing legal services to the Liquidation Trust on or about August 9, 2024. After Mr. Henrich was removed, Sills had several calls to address transition services and provided assistance to the Liquidation Trustee’s new counsel for which Sills did not seek compensation.

13. On August 28, 2024, I transmitted Sills’ invoice number 2064865 dated August 26, 2024 (the “Invoice”), to the Liquidation Trustee and the members of the Trust Oversight Committee as required by section 2.8 of the Liquidation Trust Agreement. A true copy of the Invoice and the email transmitting the Invoice are attached hereto as **Exhibit A**. The Liquidation Trustee has not provided Sills with any objections to the Invoice.

14. On September 6, 2024, John Dinan of Preston Hollow, one of the members of the Trust Oversight Committee, sent email correspondence (the “Dinan 9/6/2024 E-mail”) to me purporting to object to the Invoice based upon the rights granted to the Trust Oversight

Committee in the Liquidation Trust Agreement. A true copy of the Dinan 9/6/2024 Email is attached hereto as **Exhibit B**.

15. On September 10, 2024, David B. Newman of Sills responded to the Dinan 9/6/2024 E-mail (the “Newman 9/10/2024 Response”) and advised Mr. Dinan that the Liquidation Trust Agreement set forth a process for the Trust Oversight Committee to object to the Invoice and that the Dinan 9/6/2024 Email failed to comply with that process. A true copy of the Newman 9/10/2024 Response is attached hereto as **Exhibit C**. Mr. Newman further advised that the Trust Oversight Committee’s failure to properly object to the Invoice operated as a waiver of the rights of the Trust Oversight Committee and deemed consent to pay the Invoice.

16. In the Newman 9/10/2024 Response, Mr. Newman also advised that Sills was willing to afford the Trust Advisory Committee a forty-eight (48) hour cure period (the “Cure Period”) through and including September 12, 2024 at 3:00 pm Eastern time to cure any deficiencies in the objection process. Mr. Newman also provided notice that to the extent the Cure Period was not utilized, Sills would request prompt payment from the Liquidation Trustee.

17. The Trust Oversight Committee did not respond to the Newman 9/10/2024 Response during the Cure Period.

18. On September 12, 2024, Mr. Newman sent a follow-up letter to Mr. Dinan “Newman 9/12/2024 Letter”) advising that, despite being provided with the Cure Period, the Trust Oversight Committee failed to comply with the requirements of the Liquidation Trust Agreement and by doing so willfully and affirmatively waived any and all rights that it had to contest the Invoice. A true copy of the Newman 9/12/2024 Letter is attached hereto as **Exhibit D**. Accordingly, Sills requested that the Liquidation Trustee promptly pay the Invoice in full.

19. Neither the Liquidation Trustee, Mr. Dinan, nor any other member of the Trust Oversight Committee has responded to the Newman 9/12/2024 Letter nor has payment of the Invoice been made to Sills.

20. Sills has yet to receive payment of the Invoice.

21. On October 13, 2024, I shared a copy of the Motion with counsel for the Liquidation Trustee, Eric Lam of Simmons Perrine Moyer Bergman PLC, and invited counsel to initiate a dialogue to resolve the issues relating to the payment of the post-effective date services without the need for court intervention (the "10/13/2024 Sherman Email"). A true copy of the Sherman 10/13/2024 Email is attached hereto as **Exhibit E**.

22. On October 14, 2024, Mr. Lam advised me (the "Lam 10/14/2024 Email") that the Liquidation Trustee "believes he should not pay until notified by all the parties that an amount has been agreed upon or when ordered by the Bankruptcy Court to pay a specified amount." A true copy of the Lam 10/14/2024 Email is attached hereto as **Exhibit F**. As a result, Sills has filed the Motion.

I declare under penalty of perjury under the laws of the United States that, to the best of my knowledge and after reasonable inquiry, the foregoing is true and correct.

Dated: October 18, 2024
Newark, New Jersey

/s/ Andrew H. Sherman
Andrew H. Sherman

Exhibit A

From: Andrew Sherman
Sent: Wednesday, August 28, 2024 12:09 PM
To: Henrich, William; Dan Childers; Eric Lam
Cc: John Dinan (jdinan@phccap.com); Paula Roby; Patrick Magallanes; Boris Mankovetskiy
Subject: Mercy Iowa City - Post Effective Date Invoice for Sills Cummis
Attachments: Mercy-Post Effective Inv (Jun-Aug 2024).pdf

Attached please find my firm's invoice for the post-effective date period for the Mercy Iowa City cases. As an accommodation to the trust, we provided a discount of in excess of \$40,000 by applying the blended rate we offered the creditors' committee during the pendency of the bankruptcy cases.

Best,

Andrew

Andrew H. Sherman
Chair, Creditors' Rights/Bankruptcy
Reorganization Practice



[website](#) | [bio](#) | [vCard](#) | [newsroom](#) | [email](#)

One Riverfront Plaza, Newark, NJ 07102
p (973) 643-6982 | f (973) 643-6500 [map](#)

T: 212-697-2400 | **D:** 212-540-4480 | **C:** 516-241-1561
whenrich@getzlerhenrich.com | <http://www.getzlerhenrich.com>

This communication may contain privileged and/or confidential information. It is intended solely for the use of the addressee. If you are not the intended recipient, you are strictly prohibited from disclosing, copying, distributing or using any of this information. If you received this communication in error, please contact the sender immediately and destroy the material in its entirety.

Sills Cummis & Gross

A Professional Corporation

The Legal Center
One Riverfront Plaza
Newark, NJ 07102-5400
(973) 643-7000

William H. Henrich, Liquidating Trustee for Mercy Hospital
Getzler Henrich & Associates LLC
295 Madison Avenue, 20th Fl
New York, NY 10017

August 26, 2024
Client/Matter No. 08650147.000002
Invoice: 2064865
Billing Attorney: AHS

Federal Tax Id: 22-1920331

RE: Post Effective Date

For Legal Services Rendered Through August 15, 2024

			HOURS	AMOUNT
06/24/24	AHS	Address pension issues as related to the effective date; call with Principal, Agillis and others re: pension transition issues.	1.20	
06/24/24	AHS	Emails with LT re: effective date issues.	0.30	
06/24/24	AHS	Emails to committee and members re: effective date issues.	0.40	
06/27/24	AHS	Review of emails re: admin. claims and coordinate with LT re: same.	0.30	
07/02/24	AHS	Calls with trustee re: post-effective date matters, review of payments to be made, actions to be taken; calls to address appeal issues and BAP election, call with bondholders re: action items; calls re: post-effective meeting with stakeholders, address JV interests and call with H2C re: same.	3.20	
07/10/24	AHS	Emails to address appellate issues and statement of election.	0.40	
07/12/24	AHS	Call with trustee re: agenda, review, revise same and circulate to members, review of diligence items in advance of meeting, follow up on election form for District Court.	1.20	
07/16/24	AHS	Call with post-effective date committee, call with trustee re: same, follow up re: trust issues after call; call to counsel for Preston Hollow.	1.40	

Post Effective Date

August 26, 2024
Client/Matter No. 08650147.000002
Invoice: 2064865
Page 2

			HOURS	AMOUNT
07/18/24	AHS	Calls with trustee re: effective date payments, calls to address how to reconcile admin/priority claims.	0.80	
07/19/24	AHS	Calls with trustee regarding effective date distributions and reserves, review of plan re: same and call with counsel for PH re: effective date payments, emails re: pension effective date payments.	1.10	
07/19/24	AHS	Calls with GH re: effective date payments, emails with counsel for pension and text with counsel for PH re: effective date payments, call to counsel re: same.	0.90	
07/19/24	AHS	Emails re: sale of JV interests.	0.20	
07/22/24	AHS	Review of distribution analysis, calls with GH re: same, call with PH and counsel and GH re: distribution analysis.	1.10	
07/22/24	AHS	Call to address worker's comp issues and reconciling workers' comp claims.	0.50	
07/22/24	AHS	Address record retention issues with counsel for University of Iowa.	0.20	
07/24/24	AHS	Call with counsel for PH re: reserves and ASC, call from counsel to MercyOne re: stay pending appeal, email to trustee and analysis re: same, call with K. Stanger re: pension issues and follow up emails re: same.	1.40	
07/25/24	AHS	Call from B. Henrich re: letter from PH re: non-consent to Sills, review of LT agreement and calls and analysis with B. Henrich re: issues raised by letter from PH; address issues re distributions under the plan and reserves, call with counsel for PH re: distribution and Sills issues; research and diligence re: claim of CMS (subject to reserve) and email to counsel for PH re: same.	2.40	
07/26/24	AHS	Address issues regarding reserves under the waterfall and calls with GH re: reserves and distribution under the plan, review of request for status conference and confer with LT re: status conference issues and review of emails re: same.	1.60	

Post Effective Date

August 26, 2024
Client/Matter No. 08650147.000002
Invoice: 2064865
Page 3

			HOURS	AMOUNT
07/28/24	AHS	Review and revise March, April and May fee applications.	0.60	
07/29/24	AHS	Calls with trustee and GH re: distribution analysis, payments under plan; call with PH and counsel re: distribution updated.	1.40	
07/31/24	AHS	Call with GH re: admin. claims, objections and possible reserves.	1.00	
07/31/24	AHS	Call with LT re: ongoing matters, meeting for August 1 and discuss proposed agenda.	0.40	
08/01/24	AHS	Prepare for and attend meeting with post-effective date committee and follow up with member re: same.	1.40	
08/01/24	AHS	Address issues re: response to stay pending appeal, order from court and have draft circulated to post-effective date committee.	0.40	
08/02/24	AHS	Calls with trustee and counsel for ToneyKorf to prepare for status conference.	1.10	
08/02/24	AHS	Attend telephonic status conference.	0.50	
08/02/24	AHS	Calls with GH re: distributions to Preston Hollow and receivables.	0.40	
08/05/24	AHS	Review and revise response to motion to stay, research re: standards re: stay pending appeal and circulate drafts to post-effective date committee.	1.10	
08/06/24	AHS	Address issues re: response to stay pending appeal, Melrose transaction, call with trustee re: update on collection, call with H2C re: engagement.	0.80	
08/08/24	AHS	Call with trustee re: collections, uncashed checks, admin. claims and potential additional distribution to PH.	0.80	
08/09/24	AHS	Calls with trustee re: further distribution, admin. claims and extension of claim objection period; review of letter re: replacement of trustee, call from counsel for PH re: same and calls with trustee re: transition issues.	1.80	
08/10/24	AHS	Call with trustee and counsel re: transition issues.	0.80	
		Andrew H. Sherman	31.10	\$33,432.50

Post Effective Date

August 26, 2024
Client/Matter No. 08650147.000002
Invoice: 2064865
Page 4

			HOURS	AMOUNT
06/24/24	BM	Call with Debtors, Bondholders and Pensioners Committee's counsel regarding plan effective date issues.	0.40	
06/24/24	BM	Analysis regarding plan effective date issues and MercyOne appeal.	1.20	
06/24/24	BM	Analysis regarding pension plan transition issues.	1.10	
06/24/24	BM	Analysis regarding SOM's requested Debtor governance changes.	0.80	
06/24/24	BM	Analysis regarding establishment of liquidation trust.	0.40	
07/01/24	BM	Analysis regarding pension plan issues and transition to Agilis.	1.60	
07/01/24	BM	Analysis regarding Lyons workers comp claim settlement.	0.80	
07/01/24	BM	Analysis regarding workers comp plan claims and transition issues.	1.30	
07/02/24	BM	Analysis regarding Melrose interests sale.	1.10	
07/02/24	BM	Analysis of issues regarding MercyOne appeal and forum selection.	1.10	
07/02/24	BM	Analysis regarding workers comp transition issues.	0.90	
07/08/24	BM	Attend to various liquidation trust transition issues.	0.70	
07/08/24	BM	Analysis regarding plan effective date payments and transfers.	0.80	
07/08/24	BM	Analysis regarding MercyOne appeal.	0.90	
07/08/24	BM	Analysis regarding workers' comp program documents and trust fund agreement.	1.60	
07/08/24	BM	Call with Liquidation Trustee regarding pending matters.	0.50	
07/09/24	BM	Analysis regarding workers comp winddown issues.	0.80	
07/09/24	BM	Analysis regarding appellants' designation of record on appeal (MercyOne).	0.40	
07/09/24	BM	Analysis regarding asserted outstanding post-petition invoices under assumed contracts.	0.70	

Post Effective Date

August 26, 2024
Client/Matter No. 08650147.000002
Invoice: 2064865
Page 5

			HOURS	AMOUNT
07/09/24	BM	Analysis regarding requests for payment of asserted administrative claims.	0.90	
07/09/24	BM	Analysis regarding proposed Melrose sale agreement.	1.10	
07/09/24	BM	Analysis regarding JV interests disposition process.	0.80	
07/10/24	BM	Analysis regarding MercyOne appeal.	0.80	
07/10/24	BM	Attend to liquidation trust transition issues.	1.20	
07/12/24	BM	Call with LT regarding oversight committee meeting preparation.	0.30	
07/12/24	BM	Prepare an agenda for oversight committee meeting.	0.70	
07/12/24	BM	Analysis regarding CMS claims.	0.70	
07/12/24	BM	Analysis regarding workers comp claims and transition issues.	1.20	
07/12/24	BM	Analysis regarding disposition of JV interests.	1.10	
07/16/24	BM	Analysis regarding reserves and initial plan distributions.	0.80	
07/16/24	BM	Analysis regarding pending requests for relief from plan injunction to pursue insurance.	0.90	
07/16/24	BM	Analysis regarding disposition of MOB.	0.60	
07/16/24	BM	Analysis regarding liquidation of contingent payment assets.	1.20	
07/16/24	BM	Attend oversight committee call.	1.00	
07/17/24	BM	Analysis regarding distributions to bondholders and pension plan and reserves.	0.80	
07/17/24	BM	Attend to issues regarding preservation of business records.	0.40	
07/17/24	BM	Analysis regarding JV sales.	0.80	
07/17/24	BM	Analysis regarding Thompson Trust interest sale.	0.80	
07/17/24	BM	Call with Liquidation Trustee regarding pending matters.	0.50	
07/18/24	BM	Analysis regarding litigation claims and insurance coverage.	1.10	
07/18/24	BM	Analysis regarding MercyOne appeal.	0.70	
07/18/24	BM	Analysis regarding Melrose sale.	0.80	

Post Effective Date

August 26, 2024
Client/Matter No. 08650147.000002
Invoice: 2064865
Page 6

			HOURS	AMOUNT
07/18/24	BM	Analysis regarding initial distributions and reserves.	1.20	
07/19/24	BM	Analysis regarding initial distributions and reserves.	1.20	
07/19/24	BM	Call with GH and TK regarding cash reconciliation and reserves.	0.90	
07/19/24	BM	Analysis regarding MercyOne appeal.	0.70	
07/19/24	BM	Analysis regarding Melrose sale.	1.30	
07/22/24	BM	Call with Sedgwick regarding workers comp SIR and remaining trust funds.	0.50	
07/22/24	BM	Attend to issues regarding preservation of business records by UI for claims investigation.	0.60	
07/22/24	BM	Call with LT and bondholder team regarding cash reconciliation and initial distributions.	0.60	
07/22/24	BM	Call with H2C regarding JV sale issues.	0.60	
07/22/24	BM	Attend to issues regarding EIRH sale closing.	1.40	
07/22/24	BM	Analysis regarding MercyOne appeal.	0.60	
07/22/24	BM	Analysis regarding Melrose securities transfer agreement.	1.30	
07/22/24	BM	Analysis regarding workers comp plan claims and winddown.	0.80	
07/23/24	BM	Analysis and revisions of draft Melrose securities transfer agreement.	1.10	
07/23/24	BM	Analysis regarding CMS liability and potential indemnification obligations to University.	1.20	
07/23/24	BM	Correspondence with University's counsel regarding MAAP repayment issues.	0.60	
07/23/24	BM	Analysis regarding personal injury claims and insurance coverage.	1.10	
07/23/24	BM	Correspondence with bondholders' counsel regarding reserves.	0.60	
07/23/24	BM	Analysis regarding pension plan transition issues.	1.20	
07/24/24	BM	Call with bondholders' counsel regarding pending matters.	0.40	
07/24/24	BM	Call with K. Stanger regarding pension plan issues.	0.50	
07/24/24	BM	Attend to closing of EIRH transaction.	0.60	

Post Effective Date

August 26, 2024
Client/Matter No. 08650147.000002
Invoice: 2064865
Page 7

			HOURS	AMOUNT
07/24/24	BM	Analysis regarding pension plan transition issues.	0.80	
07/24/24	BM	Analysis regarding initial distributions and reserves.	0.70	
07/25/24	BM	Call with GH regarding administrative claims analysis.	0.60	
07/25/24	BM	Analysis regarding purchaser's comments to Melrose Securities Transfer Agreement.	0.70	
07/25/24	BM	Analysis regarding MercyOne motion for stay pending appeal.	0.80	
07/25/24	BM	Analysis regarding CMS claims and UI's rights under APA.	1.30	
07/26/24	BM	Call with GH regarding updating projected waterfall.	0.60	
07/26/24	BM	Analysis regarding administrative, priority and secured claims reserves.	1.60	
07/26/24	BM	Analysis regarding Melrose securities transfer agreement revisions.	0.80	
07/26/24	BM	Analysis regarding CMS recoupment issues.	0.80	
07/29/24	BM	Call with GH regarding initial distributions.	0.40	
07/29/24	BM	Call with bondholders and LT regarding updated waterfall and initial distributions.	0.40	
07/29/24	BM	Analysis regarding opposition to stay motion (MercyOne).	1.10	
07/29/24	BM	Analysis regarding interim distributions and reserves.	0.90	
07/29/24	BM	Analysis regarding pending personal injury actions and claims against the estate.	0.80	
07/30/24	BM	Prepare update for oversight committee regarding Thompson Trust transaction.	0.30	
07/30/24	BM	Analysis regarding admin claims asserting personal injury and insurance availability.	0.70	
07/30/24	BM	Call with GH regarding updated waterfall.	0.60	
07/30/24	BM	Call with carrier-appointed counsel regarding pending medical malpractice actions.	0.40	
07/30/24	BM	Analysis regarding revised proposed sale order and transfer agreement (Thompson Trust).	1.20	

Post Effective Date

August 26, 2024
Client/Matter No. 08650147.000002
Invoice: 2064865
Page 8

			HOURS	AMOUNT
07/30/24	BM	Analysis regarding workers comp claims and program winddown.	0.90	
07/30/24	BM	Analysis regarding adjustment of reserves and interim distribution to bondholders.	0.90	
07/30/24	BM	Correspondence with LT regarding pending matters.	0.40	
07/30/24	BM	Analysis regarding pending personal injury actions.	0.80	
07/31/24	BM	Analysis regarding initial evaluation of administrative, priority and secured claims and associated reserves.	1.40	
07/31/24	BM	Call with former debtors' counsel regarding transition of information issues.	0.60	
07/31/24	BM	Analysis regarding opposition to stay motion (MercyOne).	1.10	
07/31/24	BM	Call with GH regarding admin, secured and priority claims analysis.	1.00	
08/01/24	BM	Analysis and revisions of draft opposition to stay motion (MercyOne).	1.30	
08/01/24	BM	Call with counsel to ad hoc pensioners committee regarding pension plan transition issues.	0.50	
08/01/24	BM	Analysis regarding initial reconciliation of administrative, priority and secured claims.	1.30	
08/01/24	BM	Analysis regarding updated waterfall projections.	0.70	
08/01/24	BM	Call with GH in preparation for oversight committee meeting.	0.60	
08/01/24	BM	Attend oversight committee meeting.	1.10	
08/02/24	BM	Analysis regarding reconciliation of administrative and priority claims.	1.30	
08/02/24	BM	Attend status conference.	0.50	
08/05/24	BM	Analysis regarding opposition to MercyOne stay motion.	0.70	
08/05/24	BM	Analysis regarding personal injury claims.	1.10	
08/05/24	BM	Analysis regarding equipment lessor claims.	0.80	
08/05/24	BM	Analysis regarding doctors' claims.	1.20	
08/05/24	BM	Analysis regarding staffing agencies' claims.	0.90	

Post Effective Date

August 26, 2024
Client/Matter No. 08650147.000002
Invoice: 2064865
Page 9

			HOURS	AMOUNT
08/06/24	BM	Analysis regarding proposed execution version of Melrose securities transfer agreement.	0.60	
08/06/24	BM	Analysis regarding opposition to MercyOne stay motion.	0.80	
08/07/24	BM	Analysis regarding administrative claims reconciliation.	1.60	
08/07/24	BM	Analysis regarding motion to extend deadline for objections to administrative claims.	0.80	
08/07/24	BM	Analysis regarding rx rebates refunds.	0.80	
08/07/24	BM	Analysis regarding potential reserves adjustments to facilitate additional distributions.	0.90	
08/07/24	BM	Call with med mal defense counsel regarding pending litigation.	0.50	
08/07/24	BM	Call with LT regarding pending matters.	0.50	
08/08/24	BM	Analysis regarding asserted administrative claims of staffing agencies.	0.80	
08/08/24	BM	Analysis regarding asserted administrative claims of physicians.	0.90	
08/08/24	BM	Call with LT regarding pending matters.	0.50	
08/09/24	BM	Analysis regarding adjustments of reserves and further interim distribution to bondholders.	0.90	
08/09/24	BM	Analysis regarding Oversight Committee's notice of termination of Liquidation Trustee and transition issues.	1.60	
08/09/24	BM	Analysis regarding workers compensation winddown issues.	0.70	
08/09/24	BM	Analysis regarding MercyOne appeal and briefing.	0.80	
08/09/24	BM	Respond to creditors' inquiries regarding case status.	0.40	
08/15/24	BM	Correspondence with E. Lam regarding initial claims analysis.	0.40	
		Boris Mankovetskiy	<u>103.40</u>	<u>\$95,645.00</u>

Post Effective Date

August 26, 2024
Client/Matter No. 08650147.000002
Invoice: 2064865
Page 10

			HOURS	AMOUNT
07/19/24	IR	Review emails, draft Securities Purchase Agreement, consideration of issues regarding sale of Common Securities and Preferred Securities of Melrose Retirement Community LLC to August Parker Investments.	1.30	
07/22/24	IR	Telephone call with R. Bayman and D. Orman, review and respond to emails, review Securities Purchase Agreement, consideration of issues regarding closing, including consents and approvals by Federal Bankruptcy Court and bondholders/lenders, revision of SPA to delete operating covenants by Mercy.	1.30	
07/23/24	IR	Review and respond to emails, review Melrose Operating Agreement, review and revision of Securities Purchase Agreement, consideration of issues regarding acquisition of Melrose Securities, including required consents and conditions to Closing.	2.80	
07/25/24	IR	Review and respond to emails, consideration of issues regarding Securities Purchase Agreement.	0.40	
07/26/24	IR	Review and respond to emails, consideration of issues regarding acquisition of Melrose Securities, including due diligence period.	0.30	
		Ira Rosenberg	<u>6.10</u>	<u>\$5,642.50</u>
06/24/24	GAK	Emails with team regarding final fee application and post-effective date matters.	0.10	
06/28/24	GAK	Review HBM's fee application.	0.10	
06/28/24	GAK	Review Debtors' sale motion.	0.20	
06/28/24	GAK	Review notice of occurrence of effective date and emails with team regarding next steps.	0.20	
07/08/24	GAK	Review order adjourning hearing.	0.10	
07/10/24	GAK	Review MWE and Nyemaster fee applications.	0.10	
07/12/24	GAK	Communications with O. Matviyishyn regarding April fee application.	0.10	
07/16/24	GAK	Review sale order.	0.20	
07/16/24	GAK	Review notification canceling hearing.	0.10	
07/17/24	GAK	Communications with O. Matviyishyn regarding May fee application and final fee application.	0.20	

Post Effective Date

August 26, 2024
Client/Matter No. 08650147.000002
Invoice: 2064865
Page 11

			HOURS	AMOUNT
07/19/24	GAK	Review Appellant's designation of record.	0.10	
07/25/24	GAK	Review UST objection to MWE fee application.	0.10	
07/25/24	GAK	Communications with B. Mankovetskiy and O. Matviyishyn regarding final fee application.	0.10	
07/26/24	GAK	Review and revise March, April and May fee application and email A. Sherman regarding same.	2.10	
07/27/24	GAK	Review Computershare's motion regarding effective date distributions; review ToneyKorf June fee application.	0.20	
07/28/24	GAK	Various emails from local counsel and Sills team regarding final fee application and monthly fee applications.	0.10	
07/29/24	GAK	Draft email to local counsel regarding March, April and May fee applications; communications with Sills team regarding final fee application and June fees; emails with MWE regarding same.	0.40	
07/30/24	GAK	Communications with O. Matviyishyn regarding final fee application.	0.20	
07/31/24	GAK	Revise and finalize final fee application; review local rules in connection with same; communications with O. Matviyishyn regarding same; communications with A. Sherman regarding same; draft email to local counsel regarding same.	6.60	
08/01/24	GAK	Email from local counsel regarding fee application.; update final fee applications based on comments of A. Sherman; research regarding legal research expenses; draft email to local counsel regarding final fee application.	1.80	
08/02/24	GAK	Review order setting status conference.	0.10	
08/03/24	GAK	Email team regarding final fee application.	0.10	
08/07/24	GAK	Review Pension Committee February and March fee applications.	0.20	
08/08/24	GAK	Review ToneyKorf final fee application; review HBM management final fee application; and review numerous fee applications filed by pension committee.	0.40	

Post Effective Date

August 26, 2024
Client/Matter No. 08650147.000002
Invoice: 2064865
Page 12

			HOURS	AMOUNT
08/09/24	GAK	Review McDermott final fee application.	0.20	
08/12/24	GAK	Review analysis of UST regarding Sills March-May fee applications and communications with A. Sherman regarding same; review email from UST regarding travel time/blended rate.	0.80	
08/12/24	GAK	Review notice of removal of liquidation trustee.	0.10	
08/13/24	GAK	Review proposed agreed order for fee applications and communications with A. Sherman regarding same; revise proposed order; emails with A. Sherman on same; review Plan in connection with same.	0.80	
		Gregory A. Kopacz	15.80	\$12,245.00
06/24/24	MS	Review Plan, Trust Agreement and confirmation order re: bank accounts; emails with A. Sherman and B. Henrich re: same.	0.60	
06/24/24	MS	Call with D. Epp, K. Stanger, J. Wozniak, R. McGlothlin, M. Ross, R. Kistler, B. Warner, H. Israel, M. Toney, A. Lape, T Cassara and A. Sherman re: pension plan transition.	0.90	
06/24/24	MS	Emails with A. Sherman and B. Mankovetskiy re: Agilis Investment Management Agreement and Administration Outsourcing and Advisory contract.	0.40	
06/24/24	MS	Review emails from, J. Wozniak, D. Epp, K. Stanger and P. Roby re: pension plan transition.	0.40	
06/24/24	MS	Review Agilis Investment Management Agreement and Administration Outsourcing and Advisory contract.	1.20	
06/25/24	MS	Review Debtors' motion to approve sale of interests in Eastern Iowa Rehabilitation Hospital.	0.10	
06/25/24	MS	Review plan distribution waterfall analysis; review plan provisions re: same.	1.00	
06/25/24	MS	Review memo from Nyemaster re: settlement of Dorothy Lyons workers' compensation claim; review Iowa approval of settlement for full commutation of benefits; review Debtors' open claims loss run; review SIR Trust Agreement with Hills Bank & Trust.	1.20	

Post Effective Date

August 26, 2024
Client/Matter No. 08650147.000002
Invoice: 2064865
Page 13

			HOURS	AMOUNT
06/25/24	MS	Call with A. Sherman, E. Phillips and R. Olivero re: effective date issues, accounts, and distributions.	0.30	
06/25/24	MS	Call with A. Sherman, B. Henrich and R. Olivero re: effective date issues, accounts, and distributions.	0.60	
06/26/24	MS	Emails with A. Sherman re: briefing schedule for confirmation appeal; review and calendar same.	0.20	
06/26/24	MS	Review email from K. Stanger re: settlement of Dorothy Lyons workers' compensation claim and transition to program to liquidation trustee.	0.10	
06/27/24	MS	Review appellate rules and local appellate rules for admission in Eight Circuit for appeal of confirmation order.	0.30	
06/27/24	MS	Emails with A. Sherman re: confirmation appeal; emails with B. Gainer re: same.	0.40	
06/27/24	MS	Review BAP briefing schedule order and BAP acknowledgement of appeal and requirements.	0.20	
06/27/24	MS	Call with B. Galligan re: med mal claim issue.	0.10	
06/27/24	MS	Review email from R. Leaf and draft email to B. Galligan re: med mal claim issue.	0.20	
07/01/24	MS	Emails with A. Sherman and B. Gainer re: workers compensation settlement proposal for D. Lyons.	0.30	
07/01/24	MS	Emails with A. Sherman and M. Gillies re: applications for admission to Eighth Circuit for confirmation appeal.	0.10	
07/02/24	MS	Review plan re: critical dates and deadlines for liquidation trust.	0.70	
07/02/24	MS	Emails and confer with M. Gillies re: applications for admission to the Eighth Circuit.	0.10	
07/02/24	MS	Review plan re: effective date distributions and reserves.	2.10	
07/02/24	MS	Draft internal memo re: effective date distributions and reserves and critical dates and deadlines for liquidation trust.	2.50	

Post Effective Date

August 26, 2024
Client/Matter No. 08650147.000002
Invoice: 2064865
Page 14

			HOURS	AMOUNT
07/02/24	MS	Review Bankruptcy Rules and appellate rules and statutes re: election to district court for confirmation appeal and review memo from Nyemaster re: same.	0.50	
07/02/24	MS	Review email from B. Gainer re: workers' compensation claim settlement.	0.10	
07/02/24	MS	Call with A. Sherman re: effective date checklist and workers' compensation claim settlement.	0.20	
07/02/24	MS	Draft email to B. Henrich re: election to district court for confirmation appeal.	0.30	
07/02/24	MS	Draft email to B. Henrich re: effective date distributions and plan reserves.	0.60	
07/02/24	MS	Draft email to B. Gainer re: workers' compensation trust fund.	0.10	
07/03/24	MS	Emails with B. Gainer and M. Gillies re: Eighth Circuit appeal.	0.10	
07/03/24	MS	Emails with A. Sherman and B. Gainer re: motion to sell interest in Thompson Brothers Trust.	0.20	
07/08/24	MS	Review cure notices; review final list of assumed and assigned contracts; review assumption and rejection motions filed pre-confirmation; emails with B. Mankovetskiy re: admin claims asserted by HTC Global.	0.80	
07/08/24	MS	Call with B. Mankovetskiy re: election to district court.	0.10	
07/08/24	MS	Call with A. Sherman, B. Mankovetskiy, B. Gainer and K. Stanger re: election to district court for confirmation appeal, workers' compensation claims administration and effective date payments.	0.60	
07/09/24	MS	Review MercyOne's designation of record on appeal and statement of issues and review appellate rules re: same.	0.40	
07/09/24	MS	Review emails from B. Marks and A. Sherman re: UKG administrative claims.	0.10	

Post Effective Date

August 26, 2024
Client/Matter No. 08650147.000002
Invoice: 2064865
Page 15

			HOURS	AMOUNT
07/09/24	MS	Review Plan, administrative expense claims bar date order, certificate of service of bar date notice and certificate of publication of notice of administrative claims bar date re: treatment of unpaid administrative claims.	1.10	
07/09/24	MS	Further review of cure notices and review bidding procedures order re: unpaid administrative claims.	0.70	
07/09/24	MS	Review invoices and contract from HTC Global.	0.30	
07/09/24	MS	Draft email to E. Phillips re: admin claim asserted by HTC Global.	0.20	
07/09/24	MS	Emails with B. Mankovetskiy re: admin claim asserted by HTC Global.	0.40	
07/09/24	MS	Calls with B. Mankovetskiy re: admin claim asserted by HTC Global.	0.30	
07/09/24	MS	Review order adjourning motion to sell interest in Thompson Brothers Trust and emails with O. Matviyishyn re: same.	0.10	
07/09/24	MS	Review bankruptcy and local BAP rules re: election to proceed in District Court for confirmation appeal; draft appellee's election to proceed in District Court for confirmation appeal; draft email to A. Sherman and B. Mankovetskiy re: same; review and revise same.	2.10	
07/09/24	MS	Review email from B. Gainer re: appearance in the BAP and workers' compensation claims issues.	0.20	
07/10/24	MS	Revise election to proceed in District Court for confirmation appeal; emails with B. Gainer and A. Sherman re: same.	0.70	
07/11/24	MS	Confer with O. Matviyishyn re: final fee application.	0.10	
07/15/24	MS	Review transmittal of confirmation appeal to district court; review updated deadlines re: designations of record and emails from B. Gainer and Court re: same.	0.30	

Post Effective Date

August 26, 2024
Client/Matter No. 08650147.000002
Invoice: 2064865
Page 16

			HOURS	AMOUNT
07/16/24	MS	Review Mercy professional liability insurance policies and day insurance motion, and disclosure statement re: med mal claims coverage; emails to K. Stanger and R. Leaf re: Mercy Hospital provider coverage policies; emails with B. Gallagher re: prepetition med mal claim.	2.40	
07/16/24	MS	Call with B. Henrich, B. Mankovetskiy, A. Sherman, R. Olivero, M. Preusker, J. Dinan, P. Roby, P. Magallanes, R. Gainer, J. Barbarioto and N. Coco re: trust status and updates.	1.00	
07/16/24	MS	Confer with B. Mankovetskiy re: counter-designation of record on confirmation appeal.	0.20	
07/17/24	MS	Review effective date payments and plan provisions re: same and reserves for administrative and priority claims; emails with A. Sherman re: distributions to the pension trust and pension plan administrator.	0.40	
07/17/24	MS	Emails with K. Stanger and R. Leaf re: Mercy Hospital insurance policies.	0.20	
07/17/24	MS	Review Debtor's confirmation brief, MercyOne's confirmation objection, Judge Collins decision overruling MercyOne's confirmation objection, and joint objection to MercyOne's motion for a stay pending appeal; review statement of issues on appeal by MercyOne re: same.	3.10	
07/17/24	MS	Review MercyOne's designation of items to be included in the record on appeal; review docket re: additional designations; review bankruptcy rules re: additional designations and issues on appeal; draft email to B. Mankovetskiy and A. Sherman re: same.	2.60	
07/17/24	MS	Emails with R. Leaf re: Mercy Hospital provider coverage.	0.20	
07/18/24	MS	Call with K. Stanger re: Mercy insurance policies and coverage for med mal claims at Mercy Hospital.	0.70	
07/18/24	MS	Emails with A. Sherman and P. Roby re: distributions to Agilis and Principal.	0.30	

Post Effective Date

August 26, 2024
Client/Matter No. 08650147.000002
Invoice: 2064865
Page 17

			HOURS	AMOUNT
07/18/24	MS	Emails with R. Leaf and K. Stanger re: Mercy insurance policies and coverage.	0.10	
07/18/24	MS	Emails with R. Gainer and K. Stanger re: additional designations or record for MercyOne's confirmation appeal.	0.40	
07/19/24	MS	Emails with K. Stanger re: Mercy med mal claim coverage inquiry.	0.10	
07/19/24	MS	Review local rules and court procedures re: pro hac vice admission in N.D. Iowa District Court; review email from B. Gainer re: same; draft email to M. Gillies re: pro hac vice applications.	0.60	
07/22/24	MS	Emails with K. Stanger re: update on insurance defense for med mal claims.	0.10	
07/22/24	MS	Emails with R. Gainer and call with B. Mankovetskiy re: MercyOne's designations or record for confirmation appeal, additional items, and statement of no additional designations; call with B. Mankovetskiy re: comments on draft statement.	0.50	
07/22/24	MS	Call with K. Stanger, M. Moore, R. Olivero, R. Gainer, S. Techau, A. Sherman and B. Mankovetskiy re: workers' compensation claims wind down.	0.60	
07/22/24	MS	Review plan, confirmation order and liquidation trust agreement re: sale of JV interests; emails with B. Mankovetskiy re: same.	0.60	
07/23/24	MS	Review plan re: effective date distributions and reserves; emails with B. Mankovetskiy re: same.	0.40	
07/24/24	MS	Review notice of docket of record on appeal of confirmation order; review District Court and Bankruptcy Court rules re: briefing deadlines; calendar same; internal emails re: same and pro hac vice applications.	0.40	
07/24/24	MS	Review draft pro hac vice applications; emails with M. Gillies re: same.	0.30	
07/25/24	MS	Review notice of docket of record on appeal of confirmation order; review District Court and Bankruptcy Court rules re: briefing deadlines; calendar same; internal emails re: same and pro hac vice applications.	0.40	

Post Effective Date

August 26, 2024
Client/Matter No. 08650147.000002
Invoice: 2064865
Page 18

			HOURS	AMOUNT
07/25/24	MS	Review emails from A. Sherman re: MercyOne's motion for stay pending appeal in the District Court; call with A. Sherman re: same.	0.20	
07/26/24	MS	Emails with B. Mankovetskiy re: extension of deadline to object to administrative claims; review local bankruptcy rules and court procedures re: motion to extend deadline; emails with B. Gainer re: same.	0.60	
07/26/24	MS	Call with B. Mankovetskiy re: MercyOne's motion for stay pending appeal in the District Court.	0.20	
07/26/24	MS	Emails with O. Matviyishyn re: critical dates review.	0.10	
07/29/24	MS	Call with B. Mankovetskiy re: bondholders' motion for a status conference re: effective date distributions and efforts to remove liquidating trustee.	0.20	
07/29/24	MS	Call with B. Galligan re: prepetition med mal claim, insurance coverage and bar date.	0.20	
07/29/24	MS	Emails with B. Gainer re: extension of deadline to object to administrative claims.	0.10	
07/29/24	MS	Review insurance policies and med mal claims information forwarded by K. Stanger; review loss runs; emails with B. Mankovetskiy re: transition call with MMIC defense counsel for med mal claims; emails with C. Thompson re: same; review email from K. Stanger re: insurance for Nicastris claim; emails with B. Galligan re: inquiry re: same; emails with K. Stanger re: Mercy Services open PI claims.	1.30	
07/29/24	MS	Review MercyOne's motion to the bankruptcy court for a stay of the confirmation order pending appeal; review joint objection to same; review transcript of bankruptcy court hearing on MercyOne's motion to for a stay; review MercyOne's motion to the district court for a stay pending appeal; review Debtors' confirmation brief re: same; draft email to B. Mankovetskiy re: same.	3.30	

Post Effective Date

August 26, 2024
Client/Matter No. 08650147.000002
Invoice: 2064865
Page 19

			HOURS	AMOUNT
07/30/24	MS	Draft objection to MercyOne's motion for a stay; confer with A. Sherman and B Mankovetskiy re: same.	7.20	
07/30/24	MS	Call with C. Thompson, C. Conover, B. Mankovetskiy and representative of Curi/MMIC re: pending med mal claims litigations.	0.50	
07/30/24	MS	Review emails from B. Brandenburg, P. Yamada and B. Henrich re: running of statute of limitations re: Tunisia Griffin matter.	0.10	
07/30/24	MS	Further review of MercyOne's motion for stay pending appeal and confirmation hearing transcript re: same.	1.60	
07/31/24	MS	Call and emails with M. Gillies and A. Sherman re: notice of appearance in MercyOne appeal; review same.	0.20	
07/31/24	MS	Confer with B. Mankovetskiy re: motion to extend deadline to respond to MercyOne's motion for stay pending appeal; review local rules re: same; draft motion and proposed order to extend deadline; emails with A. Sherman and B Mankovetskiy re: same; emails with R. Gainer re: same; emails with D. Goroff re: same.	2.10	
07/31/24	MS	Review and revise objection to MercyOne's motion for stay pending appeal; conduct legal research re: same.	6.40	
08/01/24	MS	Review agenda for oversight committee meeting and updated cash analysis; participate in oversight committee meeting; follow up call with A. Sherman and B. Mankovetskiy re: same; draft email to oversight Committee re: draft objection to MercyOne stay motion; revised draft objection to MercyOne stay motion; confer with B. Mankovetskiy re: motion to extend administrative claims objection deadline.	2.20	
08/01/24	MS	Review administrative claims of doctors for purchase of tail coverage; review claims register and bar date order re: same; confer with M. Mankovetskiy re: same.	0.90	

Post Effective Date

August 26, 2024
Client/Matter No. 08650147.000002
Invoice: 2064865
Page 20

			HOURS	AMOUNT
08/05/24	MS	Calls with B. Mankovetskiy and A. Sherman re: objection to MercyOne's motion for stay of confirmation order pending appeal; review emails from A. Sherman re: same; conduct legal research and review case law re: same; review and revise objection; emails with B. Mankovetskiy and A. Sherman re: same.	2.70	
08/05/24	MS	Call with E. Phillips and B. Mankovetskiy re: staffing agency claims and administrative claims of doctors for purchase of tail coverage.	0.50	
08/05/24	MS	Review email from K. Maser re: staffing agency contracts; review notice of designated contracts assumed and assigned to University of Iowa re: same.	0.20	
08/05/24	MS	Review email from O. Matviyishyn re: research on staffing agency priority claims.	0.20	
08/05/24	MS	Emails with O. Matviyishyn re: motion to extend claims objection deadline.	0.20	
08/06/24	MS	Emails with O. Matviyishyn re: motion to extend administrative expense claims objection deadline.	0.10	
08/06/24	MS	Review and finalize objection to MercyOne's motion for stay of confirmation order pending appeal; confer with A. Sherman re: same; emails with S. Newton re: same.	1.90	
08/07/24	MS	Emails and confer with A. Sherman re: motion to extend administrative expense claims objection deadline; review emails from A. Sherman and P. Magallanes re: same.	0.30	
08/07/24	MS	Draft email to oversight committee re: motion to extend administrative expense claims objection deadline.	0.20	
08/07/24	MS	Call with O. Matviyishyn re: motion to extend administrative expense claims objection deadline.	0.20	
08/07/24	MS	Review and revise motion to extend administrative expense claims objection deadline; review local rules re: same; review plan re: same.	2.30	

Post Effective Date

August 26, 2024
Client/Matter No. 08650147.000002
Invoice: 2064865
Page 21

			HOURS	AMOUNT
08/08/24	MS	Review emails from B. Brandenburg and B. Mankovetskiy re: Medefis agreement re: staffing agency claims; review same.	0.20	
08/09/24	MS	Review TonyKorf's final fee application.	0.10	
08/09/24	MS	Review Rettig Martin's final fee application.	0.10	
		Michael Savetsky	76.80	\$64,128.00
07/10/24	OM	Review docket, update critical dates calendar and circulate to team with reminders pursuant to sale motion.	0.20	
07/12/24	OM	Review docket, update critical dates calendar and circulate to team with reminders.	0.20	
07/12/24	OM	Draft April Monthly Fee Application.	2.10	
07/15/24	OM	Begin drafting Sills' May Fee application.	0.80	
07/16/24	OM	Work on Sills' May Fee Application.	0.50	
07/16/24	OM	Correspondence with A. Sherman and B. Mankovetskiy re: motion to sell Thompson Trust.	0.10	
07/17/24	OM	Finalize Sills' May Fee Application.	1.00	
07/25/24	OM	Correspondence with G. Kopacz re: final fee application.	0.10	
07/25/24	OM	Correspondence with A. Sherman re: disqualification of counsel research.	0.10	
07/25/24	OM	Begin final fee application.	2.10	
07/25/24	OM	Attention to March, April and May fee applications in preparation of the final fee application.	0.40	
07/25/24	OM	Correspondence with B. Mankovetskiy re: consent orders and stipulations settling administrative claims.	0.10	
07/25/24	OM	Review and analyze docket for stipulations and settlements of administrative and priority claims.	1.40	
07/26/24	OM	E-mail correspondence with M. Savetsky re: deadlines under confirmed chapter 11 plan and related action items thereto.	0.10	
07/26/24	OM	Begin researching standards for disqualification of counsel pursuant to instruction from A. Sherman.	1.70	

Post Effective Date

August 26, 2024
Client/Matter No. 08650147.000002
Invoice: 2064865
Page 22

			HOURS	AMOUNT
07/29/24	OM	Draft Sills' June fee application.	2.40	
07/29/24	OM	Continue working on Mercy Final Fee Application.	4.60	
07/29/24	OM	Revise June fee application pursuant to comments from G. Kopacz.	0.10	
07/29/24	OM	Review compensation order for final fee application requirements and e-mail correspondence with G. Kopacz re: same.	0.30	
07/30/24	OM	Finalize fee and hour calculations for input into final fee application.	3.30	
07/30/24	OM	Finalize final fee application and forward to G. Kopacz for review.	3.90	
07/31/24	OM	Finalize research regarding disqualification of counsel in the Eighth Circuit and provide summary to A. Sherman.	1.70	
07/31/24	OM	Draft final fee application narrative descriptions pursuant to instructions from G. Kopacz.	3.20	
08/01/24	OM	Further correspondence with B. Mankovetskiy re: 507(a)(4) research.	0.10	
08/01/24	OM	Review Sills' final fee application pursuant to comments from G. Kopacz.	0.30	
08/01/24	OM	Correspondence with B. Mankovetskiy re: section 507(a)(4) research.	0.10	
08/01/24	OM	Begin 507(a)(4) research pursuant to instructions from B. Mankovetskiy.	1.70	
08/02/24	OM	Continue Research re: 507(a)(4) and payment of wages through an employment agency.	0.30	
08/05/24	OM	Finalize 507(a)(4) priority research.	3.20	
08/05/24	OM	Correspondence with B. Mankovetskiy re: 507(a)(4) case law and follow up research re: same.	0.30	
08/05/24	OM	Draft 507(a)(4) priority research summary and forward to B. Mankovetskiy for review.	0.60	
08/06/24	OM	Begin drafting Motion to Extend Objection Deadline to Administrative Expense Claims.	2.60	
08/06/24	OM	E-mail correspondence with M. Savetsky re: drafting of motion to extend claim objection deadlines.	0.10	

Post Effective Date

August 26, 2024
Client/Matter No. 08650147.000002
Invoice: 2064865
Page 23

			HOURS	AMOUNT
08/07/24	OM	Review M. Savetsky edits and comments to Motion to Extend the Administrative Expense Claim Objection Deadline.	0.20	
08/07/24	OM	Correspondence with M. Savetsky re: Motion to extend objection Deadline for Administrative Expense Claims.	0.20	
08/07/24	OM	Review and edit Motion to Extend Administrative Expense Claims Objection Deadline and forward to M. Savetsky for review.	0.40	
08/07/24	OM	Draft notice of Motion for extension to file objections to administrative expense claims.	0.50	
08/07/24	OM	Draft proposed Order extending administrative claim objection deadline.	0.60	
08/07/24	OM	Finalize drafting Motion to Extend Objection Deadline for Administrative Expense Claims.	3.40	
08/08/24	OM	Review docket, update critical dates calendar and circulate to team with reminders.	0.30	
08/13/24	OM	Review and analyze Local Rules for withdrawal provisions.	0.30	
08/13/24	OM	Draft notices of withdrawal in main bankruptcy case and District Court appeal.	0.80	
08/13/24	OM	Revises notices of withdrawal pursuant to instructions from A. Sherman.	0.20	
08/14/24	OM	Correspondence with local counsel re: withdrawal of appearances.	0.10	
08/15/24	OM	E-mail correspondence with local counsel re: filing of notices of withdrawal.	0.10	
		Oleh Matviyishyn	46.80	\$19,890.00
		TOTAL FEES at Standard Rates	280.00	\$230,983.00
		Attorney Fees at Blended Rate of \$675	280.00	\$189,000.00
		Paralegal Fees at Standard Rates	0.00	0.00
		TOTAL FEES at Blended Rate of \$675	280.00	\$189,000.00

Post Effective Date

August 26, 2024
Client/Matter No. 08650147.000002
Invoice: 2064865
Page 24

Andrew H. Sherman	31.10	x	\$1,075.00	=	\$33,432.50
Ira Rosenberg	6.10	x	\$925.00	=	\$5,642.50
Boris Mankovetskiy	103.40	x	\$925.00	=	\$95,645.00
Michael Savetsky	76.80	x	\$835.00	=	\$64,128.00
Gregory A. Kopacz	15.80	x	\$775.00	=	\$12,245.00
Oleh Matviyishyn	46.80	x	\$425.00	=	\$19,890.00

DISBURSEMENT DETAIL

07/03/24	200	Court Filing Fees (SDNY COGS for PHV application – AHS)	\$21.00
07/17/24	200	Court Filing Fees (SDNY COGS for PHV application – BM)	\$21.00
07/09/24	358	Pacer	\$0.10
07/09/24	358	Pacer	\$0.10
07/09/24	358	Pacer	\$0.10
07/09/24	358	Pacer	\$0.10
07/09/24	358	Pacer	\$0.20
07/10/24	358	Pacer	\$0.10
07/10/24	358	Pacer	\$0.10
07/10/24	358	Pacer	\$0.10
07/10/24	358	Pacer	\$0.10
07/10/24	358	Pacer	\$0.10
07/10/24	358	Pacer	\$0.10
07/10/24	358	Pacer	\$0.10
07/10/24	358	Pacer	\$0.10
07/16/24	358	Pacer	\$0.10
07/16/24	358	Pacer	\$0.10
07/16/24	358	Pacer	\$0.10
07/16/24	358	Pacer	\$0.10
07/16/24	358	Pacer	\$0.10
07/16/24	358	Pacer	\$0.10
07/17/24	358	Pacer	\$0.30
07/19/24	358	Pacer	\$0.10
07/19/24	358	Pacer	\$0.50
07/19/24	358	Pacer	\$0.10
07/20/24	358	Pacer	\$3.00
07/20/24	358	Pacer	\$0.20
07/20/24	358	Pacer	\$0.20
07/20/24	358	Pacer	\$0.20

Post Effective Date

August 26, 2024
Client/Matter No. 08650147.000002
Invoice: 2064865
Page 25

07/20/24	358	Pacer	\$0.60
07/20/24	358	Pacer	\$1.10
07/20/24	358	Pacer	\$0.20
07/20/24	358	Pacer	\$0.20
07/20/24	358	Pacer	\$0.10
07/20/24	358	Pacer	\$0.10
07/20/24	358	Pacer	\$0.30
07/20/24	358	Pacer	\$1.20
07/20/24	358	Pacer	\$3.00
07/20/24	358	Pacer	\$0.10
07/20/24	358	Pacer	\$1.30
07/20/24	358	Pacer	\$1.80
07/20/24	358	Pacer	\$3.00
07/22/24	358	Pacer	\$0.10
07/22/24	358	Pacer	\$0.10
07/24/24	358	Pacer	\$0.50
07/24/24	358	Pacer	\$0.20
07/24/24	358	Pacer	\$3.00
07/24/24	358	Pacer	\$3.00
07/24/24	358	Pacer	\$3.00
07/24/24	358	Pacer	\$3.00
07/24/24	358	Pacer	\$3.00
07/24/24	358	Pacer	\$1.90
07/24/24	358	Pacer	\$0.50
07/24/24	358	Pacer	\$0.10
07/24/24	358	Pacer	\$0.50
07/24/24	358	Pacer	\$0.10
07/25/24	358	Pacer	\$3.00
07/25/24	358	Pacer	\$2.60
07/25/24	358	Pacer	\$3.00
07/29/24	358	Pacer	\$0.60
07/31/24	358	Pacer	\$0.60
07/31/24	358	Pacer	\$0.30
07/31/24	358	Pacer	\$0.30
07/31/24	358	Pacer	\$0.60
07/31/24	358	Pacer	\$0.10

Post Effective Date

August 26, 2024
Client/Matter No. 08650147.000002
Invoice: 2064865
Page 26

07/31/24	358	Pacer	\$0.60
07/31/24	358	Pacer	\$0.60
07/31/24	358	Pacer	\$0.60
07/31/24	358	Pacer	\$0.60
07/31/24	358	Pacer	\$0.60
07/31/24	358	Pacer	\$0.10
07/31/24	358	Pacer	\$0.10
07/31/24	358	Pacer	\$0.60

TOTAL DISBURSEMENTS

\$95.40

INVOICE SUMMARY

Total Fees	\$189,000.00
Total Disbursements	\$95.40
TOTAL THIS INVOICE	\$189,095.40*

*Total includes fees at **Blended Rate**. Per Retention Application, lesser of fees at *Standard Rates* (\$230,983.00) and fees at *Blended Rate* of \$675 (\$189,000.00)** apply.

**includes paralegal fees at standard rates, if applicable

Exhibit B

From: John Dinan <jdinan@phccap.com>
Sent: Friday, September 6, 2024 6:29 PM
To: Andrew Sherman; Henrich, William; Dan Childers; Eric Lam
Cc: Paula Roby; Patrick Magallanes; Boris Mankovetskiy; John Dinan
Subject: RE: Mercy Iowa City - Post Effective Date Invoice for Sills Cummis

***** External Email *****

Andrew: The Liquidating Trust Oversight Committee ("LTOC") objects to your firm's post-effective date fee invoice on numerous grounds including, but not limited to, the following: (1) the legal conflict issues raised in the LTOC's correspondence of July 24, 2024 to Mr Henrich and the LTOC's objections to the engagement of your firm stated therein; (2) the firm's excessive billing rates and abusive overstaffing of tasks; (3) billing for non-compensable work that did not benefit the liquidating estate; (4) failure to provide any written evidence or work product substantiating the alleged work performed; and (5) duplicative billing for various plan and claims analyses which was apparently performed before plan confirmation according to your firm's pending fee application. Until the LTOC's objections are resolved, the LTOC has instructed Mr. Childers to withhold payment of your invoice.

John Dinan

CO-HEAD OF ORIGINATIONS

P: (214) 389-0833

jdinan@phccap.com

PHCCAP.COM

2121 N Pearl St
Suite 600
Dallas, TX 75201



PRESTON HOLLOW
COMMUNITY CAPITAL

Exhibit C

Sills Cummis & Gross

A Professional Corporation

101 Park Avenue, 28th Floor
New York, New York 10178
Tel: (212) 643-7000
Fax (212) 643-6500

The Legal Center
One Riverfront Plaza
Newark, NJ 07102
Tel: (973) 643-7000
Fax: (973) 643-6500

David B. Newman
Member of the Firm
Chair NY Commercial Litigation
Admitted In NY, NJ, FL
Direct Dial: 212-500-1532
Email: dnewman@sillscummis.com

222 Lakeview Avenue, Suite 800
West Palm Beach, FL 33401
Tel: (561)-693-0440
Fax: (561)-828-0142

September 10, 2024

Via Email: jdinan@phccap.com

John Dinan, Co-Head of Originations
Preston Hollow Community Capital
2121 North Pearl Street
Suite 600
Dallas, TX 75201

Re: Mercy Iowa City - Post Effective Date Invoice for Sills Cummis

Dear Mr. Dinan:

I write in response to your email of Friday September 6, 2024 (the “September 6 Email”) to Andrew Sherman of this firm purporting to object to Invoice 2064865 dated August 26, 2024 (the “Invoice”) based upon the rights granted to the Trust Oversight Committee (“TOC”) in the Liquidation Trust Agreement (the “LTA”). The LTA sets forth a process for the TOC to object to the Invoice, and the September 6 Email failed to comply with that process. As a result, and consistent with the terms of the LTA, the failure to properly object to the Invoice operates as a waiver of the rights of the TOC and deemed consent to pay the Invoice. Consequently, the Invoice is due and owing and is payable by the Liquidation Trust based upon the TOC’s waiver and deemed consent.

That being said, and without waiving, impairing or otherwise affecting any rights of this

Sills Cummis & Gross
A Professional Corporation

September 10, 2024

Page 2

firm,¹ we are willing to afford the TOC a forty-eight (48) hour cure period (the “Cure Period”) through and including September 12, 2024 at 3:00 pm Eastern time to cure any deficiencies in the objection process. To the extent the TOC avails itself of the Cure Period and properly complies with the terms of the LTA, this firm will act consistent with the terms of the LTA and engage in good faith discussions through and including October 6, 2024. However, to the extent the Cure Period is not utilized, this firm will request prompt payment from the Liquidation Trustee.

All rights, claims and defenses are expressly reserved.

Sincerely yours,



David B. Newman

cc: William Henrich (via email: whenrich@getzlerhenrich.com)
Dan Childers (via email: drc@shuttleworthlaw.com)
Eric Lam (via email: elam@simmonsperrine.com)
Paula Roby (via email: paula@drpjlaw.com)
Patrick Magallanes (via email: pmagallanes@steindler.com)

¹ To avoid any doubt, this firm expressly reserves all rights to assert or otherwise claim that the TOC failed to comply with the LTA and waived any rights to object to the Invoice.

Attachments: Letter of September 10, 2024 to John Dinan re. Mercy Iowa City.pdf

From: Simone Munroe <SMunroe@sillscummis.com>

Sent: Tuesday, September 10, 2024 2:49 PM

To: Jdinan@phccap.com

Cc: whenrich@getzlerhenrich.com; drc@shuttleworthlaw.com; elam@simmonsperine.com; paula@drpjlaw.com; pmagallanes@steindler.com; David B. Newman <dnewman@sillscummis.com>

Subject: As per David B. Newman as it Relates to Mercy Iowa City

Good afternoon Mr. Dinan,

Please find attached letter from Mr. David B. Newman regarding Mercy Iowa City.

Thank you.

-Simone

Simone Munroe

Assistant to:

David Newman

David Segal

Elyse Marcus

Shaul Sultan

Exhibit D

Sills Cummis & Gross

A Professional Corporation

101 Park Avenue, 28th Floor
New York, New York 10178
Tel: (212) 643-7000
Fax (212) 643-6500

The Legal Center
One Riverfront Plaza
Newark, NJ 07102
Tel: (973) 643-7000
Fax: (973) 643-6500

David B. Newman
Member of the Firm
Chair NY Commercial Litigation
Admitted In NY, NJ, FL
Direct Dial: 212-500-1532
Email: dnewman@sillscummis.com

222 Lakeview Avenue, Suite 800
West Palm Beach, FL 33401
Tel: (561)-693-0440
Fax: (561)-828-0142

September 12, 2024

Via Email: jdinan@phccap.com

John Dinan, Co-Head of Originations
Preston Hollow Community Capital
2121 North Pearl Street
Suite 600
Dallas, TX 75201

Re: Mercy Iowa City - Post Effective Date Invoice for Sills Cummis

Dear Mr. Dinan:

I write to follow up on my letter to you dated September 10, 2024, in which we declared that the TOC¹ had waived its rights under the LTA to contest the Invoice. Despite providing the TOC with a Cure Period, the TOC failed to comply with the requirements of the LTA and by doing so has willfully and affirmatively waived any and all rights that it had to contest the Invoice.

¹ All capitalized terms have the same meaning as defined in my letter to you dated September 10, 2024.

Sills Cummis & Gross
A Professional Corporation

September 12, 2024
Page 2

By reason of the foregoing, by copy of this letter, we ask the Trustee, Dan Childers, to promptly pay the Invoice in full.²

Sincerely yours,



David B. Newman

cc: William Henrich (via email: whenrich@getzlerhenrich.com)
Dan Childers (via email: drc@shuttleworthlaw.com)
Eric Lam (via email: elam@simmonsperrine.com)
Paula Roby (via email: paula@drpjlaw.com)
Patrick Magallanes (via email: pmagallanes@steindler.com)

² To avoid any doubt, this firm expressly reserves all rights to assert or otherwise claim that the TOC failed to comply with the LTA and waived any rights to object to the Invoice.

Exhibit E

From: Andrew Sherman
Sent: Sunday, October 13, 2024 9:09 PM
To: Eric Lam
Cc: Boris Mankovetskiy; Robert Gainer; William H. Henrich - Getzler Henrich & Associates LLC (whenrich@getzlerhenrich.com); Norman L. Pernick
Subject: RE: Mercy Liq trust ch 11 Bankr n d iowa
Attachments: 126517760_6.pdf

Eric, I write in furtherance of our recent calls and the outstanding amount which is due to my firm for post-effective date services. Attached please find a motion which we intend to file to compel the liquidating trustee to make the requisite payment to my firm. However, as I indicated, it would be better for all parties to have these issues resolved without court intervention. We remain open to any discussions to avoid the cost, time and expense of litigation. Please let me know if the chapter 11 trustee is willing to engage in any such discussions. If not, we will be forced to file the motion. I am also copying Bill Henrich and his counsel Norm Pernick as it is my understanding that there are amounts also due to the Getzler Henrich firm.

Thank you.

Andrew

Andrew H. Sherman
Chair, Creditors' Rights/Bankruptcy
Reorganization Practice



[website](#) | [bio](#) | [vCard](#) | [newsroom](#) | [email](#)

One Riverfront Plaza, Newark, NJ 07102
p (973) 643-6982 | f (973) 643-6500 [map](#)

Exhibit F

From: Eric Lam <elam@simmonsperrine.com>
Sent: Monday, October 14, 2024 11:29 AM
To: Andrew Sherman
Cc: npernick@coleschotz.com; Robert Gainer (rgainer@cutlerfirm.com); Boris Mankovetskiy
Subject: FW: Mercy Liq trust ch 11 Bankr n d iowa
Attachments: 126517760_6.pdf

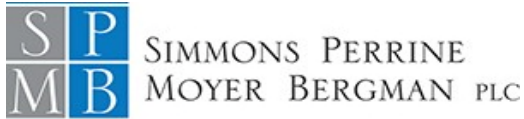
***** External Email *****

Good Morning, Andrew, Trustee Dan believes he should not pay until notified by all the parties that an amount has been agreed upon or when ordered by the Bankruptcy Court to pay a specified amount.

Norm, welcome aboard

Tks All

Eric Lam
Member



Simmons Perrine Moyer Bergman PLC

115 3rd Street SE, Suite 1200
Cedar Rapids, Iowa 52401
Telephone: (319) 896-4018
Email: elam@simmonsperrine.com
Website: www.spmblaw.com

Please notify me if you receive this confidential email in error.